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LUMALITE HOLDINGS INC
Form SC 13D
May 21, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. __)*

LUMALITE HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$.001

(Title of Class of Securities)

550027 10 6

(CUSIP Number)

Scott R. Carpenter, Esq.
Parsons Behle & Latimer
201 South Main, Suite 1800
Salt Lake City, Utah 84101
(801) 532-1234

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 14, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedule filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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SCHEDULE 13D

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) Brighton Opportunity Fund, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

	NUMBER OF 7 SOLE VOTING POWER SHARES 6,250,000 shares of Common Stock BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	8 SHARED VOTING POWER

	9 SOLE DISPOSITIVE POWER 6,250,000 shares of Common Stock

	10 SHARED DISPOSITIVE POWER

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,250,000 shares of Common Stock
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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sufficient working capital to effect a number of transactions which the Issuer had previously planned to undertake, including a change of domicile, a reverse split of its shares and the acquisition of an identified target. Such transactions are described in the Issuer's Annual Report on Form 10K-SB, filed with the Commission on April 24, 2002.

The Private Placement

The Reporting Person acquired its shares of the Issuer's Common Stock pursuant to a private placement by the Issuer of 12,500,000 shares of its common stock. The Reporting Person was one of three accredited investors that participated in the private placement and subscribed for an aggregate purchase price of \$500,000. Following the reverse split of the Issuer's common stock, as described below, the three accredited investors hold a total of 500,000 post-reverse split shares of the Issuer's common stock.

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Item 5. Interest in Securities of the Issuer

(a) As of the date of the event reported by this Schedule 13D, the aggregate number and percentage of the classes of securities identified pursuant to Item 1 beneficially owned by the Reporting Person was 6,250,000 pre-reverse split shares of Common Stock which represented approximately 28.5% respectively of that class of the Issuer's pre-reverse split securities, based on 21,949,707 outstanding shares of Common Stock, as reported in the Issuer's filings. The Reporting Person acquired the shares of the Issuer's Common Stock pursuant to a separate subscription agreement as part of a private placement by the Issuer. Neither the Reporting Person, the Issuer nor any of the other subscribers to the private placement believe that they are part of or constitute a "group" under the provisions of Rule 13d-5(b)(1) promulgated under the Exchange Act. Furthermore, the Reporting Person and the other subscribers to the private placement disclaim any such "group" status.

(b) The Reporting Persons has sole voting and disposition power over all of the shares described in paragraph (a), above.

(c) There were no transactions in the class of securities reported on herein that were effected by the Reporting Person during the last sixty days aside from those described herein.

(d) No person aside from the Reporting Person listed herein has the right to receive or power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) The Reporting Person ceased to be a beneficial owner of more than five percent of the outstanding shares of the Issuer's Common Stock, on April 16, 2002, the date upon which the merger, as described in Item 4, was consummated.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Subscription Agreement for the Private Placement.

Item 7. Material to be Filed as Exhibits

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 21st day of May, 2002.

Brighton Opportunity Fund, L.P.

By: /s/ Tisno Ogarra, Brighton Advisors, LLC

Its: Manager